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Hearing Date and Time: November 1, 2011, at 10:00 AM
Objection Deadline: October 25, 2011, at 5:00 PM

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

BH S&B Holdings LLC, *et al.*,

Debtors.

Case No. 08-14604 (MG)

Chapter 7

Jointly Administered

**OBJECTION OF ARENT FOX LLP TO
THE DEBTORS' PROFESSIONAL'S FINAL FEE APPLICATIONS**

Arent Fox LLP (“Arent Fox”), counsel to the former Official Committee of Unsecured Creditors (the “Committee”) of BH S&B Holdings LLC, *et al.* (the “Debtors”),¹ hereby submits this Objection on behalf of Arent Fox LLP to the Debtors’ Professional’s Final Fee Applications, Cahill Gordon & Reindel LLP, Counsel to the Chapter 11 Debtors, Jackson Lewis LLP, Special Counsel to the Chapter 11 Debtors, Otterbourg, Steindler, Houston & Rosen, P.C., Conflicts Counsel for the Chapter 11 Debtors and RAS Management Advisors, LLC, Restructuring Advisors to the Chapter 11 Debtors, collectively referred to as (“the Debtors Professionals”). In support of this Objection, Arent Fox states as follows:

¹ The Debtors are: BH S&B Holdings LLC, BHY S&B Intermediate Holdco LLC, BH S&B Retail LLC, BH S&B Lico LLC, Heritage Licensing LLC, Fashion Plate Licensing LLC, Cubicle Licensing LLC, and BH S&B Distribution LLC.

Arent Fox has serious issues and concerns with the Debtors Professionals Final Fee Applications as filed in this case. Given the current posture of this Chapter 7 case, Arent Fox believes it is premature and inappropriate to have a final hearing on professional fees of the chapter 11 professionals at this time.

Dated: October 25, 2011

Respectfully submitted,

ARENT FOX LLP

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